

Constitution

adopted on the 2nd day of November 1997,
amended 21st day of February 1998, 2nd day of March 2008, and 12th day of March 2011.

A Name.

The name of the Association is The Western Chan Fellowship ("the Charity").

B Administration.

Subject to the matters set out below the Charity and its property shall be administered and managed in accordance with this constitution by the members of the Executive Committee constituted by clause I of this constitution ("the Executive Committee").

C Objects.

The Charity's Objects ("the Objects") are

To advance the education of the public in the principles of Buddhism by providing training in Buddhist meditation, Buddhist philosophical insight and Buddhist precepts by means of the teaching, practice and transmission of the Chinese Linji and Caodong traditions of Chan, as transmitted through Master Sheng Yen,

and as a supplement to such training:

- i. to provide training in Buddhist meditation as developed in Tibet and elsewhere and
- ii. to provide facilities for the investigation and study of Buddhist theory psychology and practice, and its relation to contemporary Western thought.

D Powers.

In furtherance of the Objects but not otherwise the Executive Committee may exercise the following Powers:

- i. Subject to the approval of the Teacher, Power to arrange meditational retreats, meetings and seminars and to charge participants for the same;
- ii. Subject to the approval of the Teacher, Power to publish journals, newsletters, books, pamphlets, tapes and videotapes and other electronic media;
- iii. Power to organise libraries;
- iv. Power to provide educational support for associations and groups with similar Objects;
- v. Power to organise pilgrimages;
- vi. Power to establish local groups of the Charity and to appoint as leaders of such groups persons who have obtained an appropriate written authorisation as set out in clause G

subclause 3;

- vii. Power to facilitate training for proposed leaders of local groups, for meditation teachers and persons to lead meditation retreats and to maintain a register of current written authorisations issued by the Teacher under clause G subclause 3;
- viii. Power to raise funds and to invite and receive contributions provided that in raising funds the Executive Committee shall not undertake any substantial permanent trading activities and shall conform to any relevant requirements of the law;
- ix. Power to buy, take on lease or in exchange any property necessary for the achievement of the Objects and to maintain and equip it for use;
- x. Power subject to any consents required by law to sell, lease or dispose of all or any part of the property of the Charity;
- xi. Power subject to any consents required by law to borrow money and to charge all or any part of the property of the Charity, with repayment of the money so borrowed;
- xii. Power to employ such staff (who shall not be members of the Executive Committee) as are necessary for the proper pursuit of the Objects and to make all reasonable and necessary provision for the payment of pensions and superannuation for staff and their dependants;
- xiii. Power to cooperate with other charities, voluntary bodies and statutory authorities operating in furtherance of the Objects or of similar charitable purposes and to exchange information and advice with them;
- xiv. Power to establish or support any charitable trusts, associations or institutions formed for all or any of the Objects;
- xv. Power to take out or pay the premium of a policy of indemnity insurance for any member of the Executive Committee against the risk of personal liability arising from their breach of trust or breach of duty provided that under the terms of such a policy the Insurers shall not be liable for loss arising from any act or omission which the Committee Member knew to be a breach of trust or breach of duty or which was committed by the Committee Member in reckless disregard of whether it was a breach of trust or breach of duty or both;
- xvi. Power to do all such other lawful things as are necessary for the achievement of the Objects.

E Membership.

1. Membership of the Charity shall be open to any person over the age of 18 years interested in furthering the Objects, and who has paid the annual subscription laid down from time to time by the Executive Committee and who is qualified in accordance with subclause 2 of this clause.
2. A Member shall have completed a minimum of three retreats, such retreats to have been undertaken either within the programme offered by the Charity or at Maenllwyd retreat centre prior to the formation of the Charity, one of which shall have been a

Western Zen Retreat and one a seven-day Chan Retreat, or such other retreats outside the said programme as the Executive Committee deem to be broadly equivalent

and shall take Refuge in the Three Jewels and agree to follow to the best of his/her ability the Precepts of Buddhism

and shall undertake to carry out a regular personal practice of Buddhism

and shall undertake to attend at least one retreat provided by the Charity in every three years except in the case of inability owing to age, injury, or illness.

3. Every Member will have one vote.
4. The Executive Committee may by unanimous vote and for good reason terminate the Membership of an individual, apart from the Teacher's Membership, provided that the individual concerned shall have the right to be heard by the Executive Committee, and the right to be accompanied by a friend, before a final decision is made.
5. A Member whose Membership has been terminated may appeal to a general meeting of the Charity against the decision of the Executive Committee and if that appeal is allowed that Member shall be reinstated forthwith.

F The Appointment Of The Teacher And The Termination Of His/Her Tenure.

1. The Executive Committee shall appoint a Teacher ("the Teacher") qualified in accordance with subclause 2 of this clause.
2. Subject to subclause 8 of this clause the Teacher shall hold the lineage of the Linji and Caodong traditions of Chan transmitted to him/her by the Venerable Master Sheng Yen or by a descendant of him in the lineage.
3. Prior to the appointment of the Teacher the Executive Committee shall consider evidence of the holding of the said lineage by a proposed Teacher and may also consult the principal Teacher or Master of the Institute of Chung Hwa Buddhist Culture of New York and if satisfied shall certify that a proposed Teacher holds the said lineage.
4. The appointment of a Teacher by the Executive Committee (including the appointment of a temporary Teacher) shall not take effect until it is ratified by the Members at a general meeting, and the Teacher shall thereby become a Member.
5. The Teacher shall hold office until he/she resigns that office or is dismissed pursuant to the provisions of this clause or is disqualified from acting by virtue of Section 45 of the Charities Act 1992 (or any Statutory re-enactment or modification of that provision).
6. If the Executive Committee determines that the Teacher:
 - i) is incapable by reason of mental disorder, illness or injury of carrying out his/her responsibilities or
 - ii) wilfully fails to perform his/her duties for a period of 6 months or
 - iii) fails persistently to keep the precepts of Buddhism or
 - iv) fails to adhere to the Chan tradition,

they shall

- a) seek the advice of the Advisory Board and
 - b) consider any such advice, and then may call a special general meeting of the Charity at which the only business will be a resolution to dismiss the Teacher. The notice of such a special general meeting must include notice of this resolution.
7. At such a special general meeting the Teacher shall be dismissed and his Membership terminated if three quarters of the Members present and voting by secret ballot pass a resolution to that effect.
 8. In the event of the office of Teacher becoming vacant, the Executive Committee shall seek to find a Teacher qualified in accordance with subclause 2 of this clause and shall consider any recommendation oral or written from the retiring Teacher but if they are unable to find such a qualified Teacher, the Executive Committee may appoint as a temporary Teacher for a period of one year a person not qualified in accordance with subclause 2 hereof but a person who is, in the opinion of the Executive Committee after due enquiry, capable of sustaining the Objects of the Charity in accordance with the Linji and Caodong traditions of Chan and such a person shall be eligible for reappointment. Such a temporary Teacher shall be a member of the Executive Committee and shall have the powers and responsibilities of the Teacher except the power of the Teacher to nominate two members of the Executive Committee.

G Responsibilities of the Teacher.

1. The Teacher shall provide an authentic interpretation of the Chan tradition of Buddhism and will anchor his/her approach to teaching within the Linji and Caodong traditions of Chan but may use other Buddhist methods and appropriate Western methods.
2. The Teacher shall supply each year a programme of retreats and projects for agreement with the Executive Committee and the Teacher shall conduct such retreats and projects but the Teacher may delegate the conduct of the whole or part of any such retreat or project to a person who in the opinion of the Teacher is suitably qualified.
3. On the request of the Executive Committee the Teacher shall provide training in teaching meditation and in leading local meditation groups and in running meditation retreats and may provide appropriate written authorisation to persons who are in his/her opinion qualified to carry out one or more of the said activities and shall provide the Executive Committee with a copy of such written authorisation. Such authorisation will only remain in effect while the holder remains in training with the Charity and a Member, and such authorisation can be cancelled by the Teacher for good reason.
4. The Teacher may provide advice and guidance to practitioners within the Chan tradition whether Members or not as to their personal practice, provide opportunities for such practitioners to take Buddhist precepts and offer event-specific liturgies.

H Honorary Officers.

At the appropriate annual general meeting of the Charity the Members shall elect from amongst themselves a chair, a secretary and a treasurer, who shall hold office from the conclusion of that meeting.

I Executive Committee.

1. The Executive Committee shall consist of not less than 5 members nor more than 10 members being:
 - a) the honorary officers specified in the preceding clause;
 - b) the Teacher;
 - c) two Members nominated in writing by the Teacher who shall hold office for two years from the date of their nomination notwithstanding the termination of the Teacher's tenure provided that if such a nominated Committee Member ceases to hold office, the Teacher may nominate in writing a member to hold office for the remainder of the term of office;
 - d) two Members elected at the appropriate annual general meeting who shall hold office from the conclusion of that meeting.
2. The Executive Committee may in addition appoint not more than two co-opted members but so that no-one may be appointed as a co-opted member if, as a result, more than one third of the members of the Executive Committee would be co-opted members. Each appointment of a co-opted member shall be made at a special meeting of the Executive Committee called under clause L subclause 1 and shall take effect for a period of one year from the end of that meeting unless the appointment is to fill a place which has not then been vacated in which case the appointment shall run from the date when the post becomes vacant.
3. a) Each of the members of the Executive Committee elected in the year 1997 shall retire from office at the end of the annual general meetings held in the years and in the order set out below but may be re-elected:

the Chair in 1998;
the Treasurer and the first elected general member in 1999;
the Secretary and the second elected general member in 2000.
- b) A member of the Executive Committee elected in the year 1998 and thereafter shall retire from office at the end of the annual general meeting held in the third year after the year in which he/she comes into office but may be re-elected.
- c) If an elected member of the Executive Committee shall cease to hold office by virtue of clause J, the Members shall elect from amongst themselves a replacement at the next general meeting, who shall hold office for the remainder of the term from the conclusion of that meeting.
4. The proceedings of the Executive Committee shall not be invalidated by any vacancy among their number or by any failure to appoint or any defect in the appointment or qualification of a member.
5. Nobody shall be appointed as a member of the Executive Committee who is aged under 18 or who would if appointed be disqualified under the provisions of the following clause.
6. No person shall be entitled to act as a member of the Executive Committee whether on a first or on any subsequent entry into office until after signing in the minute book of

the Executive Committee a declaration of acceptance and of willingness to act in the trusts of the Charity.

J Determination of Membership of Executive Committee.

Apart from the Teacher a member of the Executive Committee shall cease to hold office if he or she:

1. is disqualified from acting as a member of the Executive Committee by virtue of section 45 of the Charities Act 1992 (or any statutory re-enactment or modification of that provision);
2. becomes incapable by reason of mental disorder, illness or injury of managing and administering his/her or her own affairs;
3. is absent without the permission of the Executive Committee from all their meetings held within a period of six months and the Executive Committee resolve that his or her office be vacated; or
4. notifies to the Executive Committee a wish to resign (but only if at least three members of the Executive Committee will remain in office when the notice of resignation is to take effect).

K Executive Committee Members not to be personally interested.

1. Subject to the provisions of subclauses 2, 3, 4 and 5 of this clause no member of the Executive Committee shall acquire any interest in property belonging to the Charity (otherwise than as a trustee for the Charity) or receive remuneration or be interested (otherwise than as a member of the Executive Committee) in any contract entered into by Executive Committee.
2. Any member of the Executive Committee for the time being who is a solicitor, accountant or other person engaged in a profession or engaged as a specialist cook for meditation retreats may charge and be paid all the usual charges for business done by him or her or by his or her firm when instructed by the other members of the Executive Committee to act in such a capacity on behalf of the Charity: Provided that at no time shall a majority of the members of the Executive Committee benefit under this provision and that a member of the Executive Committee shall withdraw from any meeting at which his or her own instruction or remuneration, or that of his or her firm, is under discussion.
3. The Teacher may charge and be paid reasonable fees for time spent by him or her in the discharge of his/her responsibilities set out in clause G, when so requested by the Executive Committee on behalf of the Charity, provided that the Teacher shall withdraw from that part of any meeting of the Executive Committee at which his/her own remuneration is under discussion.
4. (i) In furtherance of the Objects notwithstanding any rule of law or equity to the contrary the Executive Committee shall be at liberty to enter into any transaction with one of their number (in this subclause called an "interested Committee Member") concerning the acquisition of any property or any interest in any property by the Charity from an interested Committee Member,

provided that in any such transaction:

- (a) the interest of an interested Committee Member shall first have been disclosed to the Members at a general meeting;
 - (b) an interested Committee Member shall not vote on any resolution concerning such a transaction; and
 - (c) the consideration shall not be more than the amount certified by a suitably qualified independent valuer as being fair and reasonable in all the circumstances.
- (ii) For the purpose of paragraph (i) of this subclause a Committee Member shall also be deemed to be an interested Committee Member in relation to any transaction if that transaction shall involve an acquisition by the Charity from a spouse, child or parent of such a Committee Member.
- (iii) An Executive Committee member may receive rent for premises let by the trustee to the Charity if the amount of the rent and the other terms of the lease are reasonable and proper.
5. The Executive Committee may make such other payments to a Committee Member with the prior written consent of the Charity Commission.

L Meetings and proceedings of the Executive Committee.

1. The Executive Committee shall hold at least two ordinary meetings each year. A special meeting may be called at any time by the chair or by any two members of the Executive Committee upon not less than 4 days' notice being given to the other members of the Executive Committee of the matters to be discussed but if the matters include an appointment of a co-opted member then not less than 21 days' notice must be given.
2. The chair shall act as chair at meetings of the Executive Committee. If the chair is absent from any meeting, the members of the Executive Committee present shall choose one of their number to be chair of the meeting before any other business is transacted.
3. There shall be a quorum when at least one third of the number of members of the Executive Committee for the time being or three members of the Executive Committee, whichever is the greater, are present at a meeting.
4. Every matter shall be determined by a majority of votes of the members of the Executive Committee present and voting on the question but in the case of equality of votes the chair of the meeting shall have a second or casting vote.
5. The Executive Committee shall keep minutes, in books kept for the purpose, of the proceedings at meetings of the Executive Committee and any sub-committee.
6. The Executive Committee may from time to time make and alter rules for the conduct of their business, the summoning and conduct of their meetings and the custody of documents. No rule may be made which is inconsistent with this constitution.

7. The Executive Committee may appoint one or more sub-committees consisting of three or more members of the Executive Committee for the purpose of making any inquiry or supervising or performing any function or duty which in the opinion of the Executive Committee would be more conveniently undertaken or carried out by a sub-committee: provided that all acts and proceedings of any such sub-committees shall be fully and promptly reported to the Executive Committee.
8. The Executive Committee shall call a meeting with the leaders of any local groups of the Charity at least once each year and shall note the views expressed by such leaders.

M Receipts and expenditure.

1. The funds of the Charity, including all donations contributions and bequests, shall be paid into an account operated by the Executive Committee in the name of the Charity at such bank as the Executive Committee shall from time to time decide. All cheques drawn on the account must be signed by at least two members of the Executive Committee.
2. The funds belonging to the Charity shall be applied only in furthering the Objects.

N Property.

1. Subject to the provisions of subclause 2 of this clause, the Executive Committee shall cause the title to:
 - (a) all land held by or in trust for the Charity which is not vested in the Official Custodian for Charities; and
 - (b) all investments held by or on behalf of the Charity;

to be vested either in a corporation entitled to act as custodian trustee or in not less than three individuals appointed by them as holding trustees. Holding trustees may be removed by the Executive Committee at their pleasure and shall act in accordance with the lawful directions of the Executive Committee. Provided they act only in accordance with the lawful directions of the Executive Committee, the holding trustees shall not be liable for the acts and defaults of its members.

2. If a corporation entitled to act as custodian trustee has not been appointed to hold the property of the Charity, the Executive Committee may permit any investments held by or in trust for the Charity to be held in the name of a clearing bank, trust corporation or any stockbroking company which is a member of the International Stock Exchange (or any subsidiary of any such stockbroking company) as nominee for the Executive Committee, and may pay such a nominee reasonable and proper remuneration for acting as such.

O Accounts.

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to:

1. the keeping of accounting records for the Charity;
2. the preparation of annual statements of account for the Charity;

3. the auditing or independent examination of the statements of account of the Charity;
and
4. the transmission of the statements of account of the Charity to the Commissioners.

P Annual Report.

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual report and its transmission to the Commissioners.

Q Annual Return.

The Executive Committee shall comply with their obligations under the Charities Act 1992 (or any statutory re-enactment or modification of that Act) with regard to the preparation of an annual return and its transmission to the Commissioners.

R Annual General Meeting.

1. There shall be an annual general meeting of the Charity which shall be held in one of the months of January, February or March in each year or as soon as practicable thereafter.
2. Every annual general meeting shall be called by the Executive Committee. The secretary shall give at least 21 days' notice of the annual general meeting to all the Members of the Charity. All the Members of the Charity shall be entitled to attend and vote at the meeting.
3. Before any other business is transacted at an annual general meeting the persons present shall appoint a chair of the meeting.
4. The Executive Committee shall present to each annual general meeting the report and accounts of the Charity for the preceding year.
5. Nominations for election to the Executive Committee must be made by Members of the Charity in writing and must be in the hands of the secretary of the Executive Committee at least seven days before the appropriate general meeting. Should nominations exceed vacancies election shall be by ballot.

S Special General Meetings.

The Executive Committee may call a special general meeting of the Charity at any time. If at least one quarter of the Members request such a meeting in writing stating the business to be considered the secretary shall call such a meeting. At least 21 days' notice must be given. The notice must state the business to be discussed.

T Procedure at General Meetings.

1. The secretary or other person specially appointed by the Executive Committee shall keep a full record of proceedings at every general meeting of the Charity.
2. There shall be a quorum when at least one tenth of the number of Members of the Charity for the time being or twelve Members of the Charity, whichever is the greater,

are present at any general meeting.

U Notices.

Any notice required to be served on any Member of the Charity shall be in writing and shall be served by the secretary or the Executive Committee on any Member either personally or by email or similar electronic medium to such Member at his or her last known email or similar address or by sending it through the post in a prepaid letter addressed to such Member at his or her last known address in the United Kingdom. Calculation of the date of the giving of any notice under this constitution shall be reckoned from the date of the sending of such notice, not the date of receipt.

V Advisory Board.

1. The Executive Committee shall appoint not fewer than five Advisors to form an Advisory Board (“the Advisory Board”).
2. An Advisor shall hold office until resignation or termination of the appointment by the Executive Committee.
3. An Advisor shall be a person with a deep understanding and extensive practice in Buddhism or a thorough academic understanding of Buddhism or both, except that one Advisor may be not so qualified. No Advisor shall be a Member or the Teacher.
4. Apart from the specific provisions of this constitution, the Executive Committee shall consult the Advisory Board on the long term plans of the Charity and may consult the Advisory Board on any particular problem.

W Alterations to the Constitution.

1. Subject to the following provisions of this clause the Constitution may be altered by a resolution passed by not less than three quarters of the Members present and voting at a general meeting. The notice of the general meeting must include notice of the resolution, setting out the terms of the alteration proposed.
2. No amendment may be made to clause A (the Name of Charity clause), clause C (the Objects clause), clause K (Executive Committee Members not to be personally interested clause), clause F (the Appointment of the Teacher clause), clause G subclause 1 (Responsibilities of the Teacher clause), clause I subclause 1 (Membership of the Executive Committee clause), clause X (the Dissolution clause), clause Y (Interpretation clause) or this clause without the prior consent in writing of the Commissioners.
3. No amendment may be made which would have the effect of making the Charity cease to be a Charity at law.
4. The Executive Committee should promptly send to the Commissioners a copy of any amendment made under this clause.

X Dissolution.

If the Executive Committee decides that it is necessary or advisable to dissolve the Charity

it shall call a meeting of all Members of the Charity, of which not less than 21 days' notice (stating the terms of the resolution to be proposed) shall be given. If the proposal is confirmed by a three quarters majority of those present and voting the Executive Committee shall have power to realise any assets held by or on behalf of the Charity. Any assets remaining after the satisfaction of any proper debts and liabilities shall be given or transferred to such other charitable institution or institutions having Objects similar to the Objects of the Charity as the Members of the Charity may determine or failing that shall be applied for some other charitable purpose. A copy of the statement of accounts, or account and statement, for the final accounting period of the Charity must be sent to the Commissioners.

Y Interpretation.

In this constitution unless the context otherwise requires:

“Chan” means the practice and School of Chinese Buddhism which emphasises the development of a way of life that encourages fresh awareness of being and new orientations to one's place in the cosmos and in particular creating space for calming the mind and gaining insight into the functioning of self and which has become known in Japan and elsewhere as Zen;

“Dharma” means Buddhist teachings;

“Linji” means a lineage of teaching and practice initiated by a 9th Century Chinese Chan Master named Linji (in Japanese Rinzai) and developed and enriched during the 20th Century by the incorporation of practices from other Chinese lineages by the Venerable Master Xuyun in China and by the descendants of Master Xuyun in the lineage;

“Caodong” means a lineage of teaching and practice initiated by a 9th Century Chinese Chan Master named Dongshan Liangjie, and which is known for the practice of Silent Illumination as one of its key methods. In Japan this lineage is known as Soto;

“Transmission” means the passing by a master to a disciple of authority to teach in a lineage and authority to transmit that authority to his/her own disciples, and proclaimed as such. By Transmission the master recognises that not only does the disciple have an intellectual understanding of the teaching of the lineage, an ability to teach and an opportunity to teach by reason of his/her having followers of his/her own and a location in which to do so and an ethical stance in conformity with the lineage but also that the disciple has on one or more occasions experienced an awakening described in Buddhist literature as “seeing the nature”;

“Refuge in the Three Jewels” means a formula expressing an intention to follow the way of the Buddha, Buddhist teachings (Dharma), and the community of practitioners (Sangha);

“Precepts” means vows expressing the intention to follow ethical guidelines with respect to killing, stealing, lying, sex, alcohol and narcotics;

“Lineage” means a succession of teachers who have received the Transmission.